

**In The Matter Of:**

***In re: STATE STREET BANK AND TRUST CO. FIXED INCOME  
FUNDS INVESTMENT LITIGATION***

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**ANDREW TENCZAR**

***September 17, 2009***

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***CONFIDENTIAL***  
***MERRILL CORPORATION***

***25 West 45th Street - Suite 900***

***New York, NY 10036***

***PH: 212-557-7400 / FAX: 212-692-9171***

**TENCZAR, ANDREW - Vol. 1**

No. 08-05442  
HPOPS v. State Street  
Memo in Resp to  
M/Strike Weiner  
Exhibit 6

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1 ANDREW TENCZAR - CONFIDENTIAL  
 11:27:27 2 "the credit analysts."  
 11:27:32 3 A. I don't know what the context is, where  
 11:27:35 4 this is taken from. I've never seen this line before.  
 11:27:40 5 Q. Would it surprise you that -- would it  
 11:27:43 6 surprise you to learn that a substantial number of the  
 11:27:48 7 bonds that you purchased for the Limited Duration Bond  
 11:27:49 8 Fund had not been reviewed by the credit analyst team?  
 11:27:58 9 MR. McCAUGHEY: Objection.  
 11:27:59 10 Mischaracterizes the document.  
 11:28:01 11 A. My understanding was that all bonds were  
 11:28:05 12 reviewed before purchased.  
 11:28:07 13 Q. That should have been done, right?  
 11:28:09 14 A. That's my understanding.  
 11:28:10 15 Q. Okay. And --  
 11:28:14 16 THE VIDEOGRAPHER: Your pen.  
 11:28:15 17 MR. BURFORD: Okay.  
 11:28:16 18 Q. And what this says is that 199 were not  
 11:28:21 19 reviewed at all. Right?  
 11:28:22 20 A. It does say that.  
 11:28:23 21 Q. And what this says is, "Of the 169 that  
 11:28:28 22 were reviewed, they were reviewed at the BBB tranche or  
 11:28:32 23 lower." Right?  
 11:28:34 24 A. Correct.  
 11:28:37 25 Q. Do you have any information that would

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1 ANDREW TENCZAR - CONFIDENTIAL  
 11:29:59 2 triggers, for example, can be more advantageous for the  
 11:30:06 3 lower-rated deals versus upper tranches?  
 11:30:12 4 MR. McCAUGHEY: Objection. Vague.  
 11:30:15 5 A. It could be the case. I'm not an analyst.  
 11:30:18 6 Q. Okay.  
 11:30:18 7 A. I know triggers exist.  
 11:30:20 8 Q. Yes. Okay. Well, I guess my -- I would  
 11:30:27 9 just like to get your opinion of does it surprise you  
 11:30:30 10 that this analysis that was performed by Ms. Tai shows  
 11:30:40 11 that of 369 bonds that were transferred from the Limited  
 11:30:45 12 Duration Bond Fund in kind to the stable value, that 199  
 11:30:52 13 of them were not reviewed at all by the credit analysts  
 11:30:58 14 before they were purchased?  
 11:31:00 15 MR. McCAUGHEY: Objection. Vague and  
 11:31:01 16 calls for speculation.  
 11:31:02 17 Q. Does that surprise you?  
 11:31:04 18 A. I don't know the context of which this is  
 11:31:06 19 written in.  
 11:31:07 20 Q. Right.  
 11:31:08 21 A. If it's 19 -- if it's 368, 358 trusts and  
 11:31:13 22 it's written in, you know, a different context, then you  
 11:31:17 23 analyze the whole trust of a deal.  
 11:31:21 24 Q. Mm-hmm.  
 11:31:23 25 A. So if that was the case --

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1 ANDREW TENCZAR - CONFIDENTIAL  
 11:28:38 2 suggest that this project --  
 11:28:41 3 A. Of the 368 bonds that were transferred --  
 11:28:44 4 Q. Right.  
 11:28:45 5 A. -- could it be 368 trusts, where 169  
 11:28:53 6 bonds -- the only thing I can think of is 169 bonds that  
 11:28:58 7 were under review, BBB tranche or lower, that's one  
 11:29:02 8 tranche of a trust.  
 11:29:04 9 Q. Right.  
 11:29:04 10 A. That can include nine bonds attached to  
 11:29:10 11 it.  
 11:29:11 12 Q. It can include different levels?  
 11:29:12 13 A. I don't know if it was written  
 11:29:14 14 incorrectly, but I can't comment on who wrote that.  
 11:29:19 15 Q. Mm-hmm. But what's more telling is --  
 11:29:29 16 well, let me ask you this: Do you know that different  
 11:29:33 17 tranches of bond issuance have different characteristics  
 11:29:39 18 and triggers, etc.?  
 11:29:42 19 MR. McCAUGHEY: Objection. Vague.  
 11:29:46 20 A. Different triggers?  
 11:29:48 21 Q. Yes.  
 11:29:48 22 A. Yes. There's different triggers and  
 11:29:49 23 different ratings categories of a typical subprime  
 11:29:55 24 trust.  
 11:29:56 25 Q. And that in some of those, some of those

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1 ANDREW TENCZAR - CONFIDENTIAL  
 11:31:25 2 Q. So you think it would be --  
 11:31:26 3 A. Maybe if you analyze the whole trust --  
 11:31:28 4 Q. Right.  
 11:31:29 5 A. -- and you approve them at a BBB level,  
 11:31:33 6 which means -- this is just what I'm interpreting this  
 11:31:37 7 as -- that you would approve it all the way up the  
 11:31:40 8 structure --  
 11:31:40 9 Q. Right.  
 11:31:40 10 A. -- because you have approved BBB and  
 11:31:45 11 below, that, you know, if LDBF owned AAA assets and AA  
 11:31:49 12 assets --  
 11:31:49 13 Q. Right.  
 11:31:49 14 A. -- then maybe it was written this way  
 11:31:51 15 because they weren't necessarily approved at a AA level.  
 11:31:54 16 But because they were approved at a BBB level, then  
 11:31:56 17 everything else was approved above that.  
 11:31:58 18 Q. Right.  
 11:31:58 19 A. But I don't know.  
 11:31:58 20 Q. Well, look at the way it's written. "Of  
 11:32:00 21 the 368 bonds, the CDO credit research team at the time  
 11:32:06 22 reviewed 169 bonds; however, they specifically reviewed  
 11:32:10 23 the BBB tranche or lower."  
 11:32:12 24 A. Mm-hmm.  
 11:32:13 25 Q. So that's talking about what you were just

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1 ANDREW TENCZAR - CONFIDENTIAL  
 11:32:16 2 talking about now?  
 11:32:17 3 A. Correct. BBB tranche of the trust.  
 11:32:20 4 Q. So the BBB tranche or lower of the trust  
 11:32:24 5 got reviewed for 169? But then it says 199 weren't  
 11:32:32 6 reviewed at all.  
 11:32:38 7 MR. McCAUGHEY: Object to the form. Is  
 11:32:38 8 that a question?  
 11:32:39 9 A. That's the balance of the 368 --  
 11:32:41 10 Q. Right.  
 11:32:41 11 A. -- correct?  
 11:32:42 12 Q. Right. They were not reviewed at all.  
 11:32:45 13 A. But what I'm saying -- and, again, this is  
 11:32:46 14 what I'm saying is that being reviewed from BBB or  
 11:32:50 15 below --  
 11:32:52 16 Q. Mm-hmm.  
 11:32:52 17 A. -- may have been misinterpreted as saying  
 11:32:55 18 because it was reviewed as BBB or below, then the whole  
 11:32:58 19 trust was approved.  
 11:32:59 20 Q. Mm-hmm.  
 11:33:00 21 A. Which would include the other 199 bonds.  
 11:33:02 22 Again, I don't know.  
 11:33:03 23 Q. Well, this says that if the -- what you're  
 11:33:08 24 saying is that you think those 199 bonds might have been  
 11:33:13 25 reviewed at a different level?

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1 ANDREW TENCZAR - CONFIDENTIAL  
 11:33:16 2 MR. McCAUGHEY: Objection. Asked and  
 11:33:16 3 answered.  
 11:33:17 4 Q. But it says right here 169 bonds were  
 11:33:21 5 reviewed at a lower level, and 199 weren't reviewed at  
 11:33:26 6 all, right?  
 11:33:29 7 MR. McCAUGHEY: Objection.  
 11:33:29 8 Q. That's how you read this, right?  
 11:33:32 9 MR. McCAUGHEY: Asked and answered and  
 11:33:33 10 calls for speculation.  
 11:33:35 11 A. I don't know. I'm reading this more as  
 11:33:38 12 this may be misinterpreted as trust. I didn't write it.  
 11:33:41 13 I don't know.  
 11:33:42 14 Q. Let's do it this way --  
 11:33:44 15 A. Okay.  
 11:33:44 16 Q. -- because I've read Ms. Tai's deposition.  
 11:33:47 17 Assume with me that Ms. Tai did an indepth analysis of  
 11:33:51 18 the Limited Duration Bond Fund, bonds that were  
 11:33:55 19 transferred to Stable Value in an in-kind  
 11:33:59 20 distribution --  
 11:33:59 21 A. Okay.  
 11:34:00 22 Q. -- and that she concluded that 199 of the  
 11:34:05 23 369 bonds had not been reviewed by the credit analyst  
 11:34:10 24 team prior to them being purchased. Would that come as  
 11:34:15 25 a surprise to you as a trader?

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1 ANDREW TENCZAR - CONFIDENTIAL  
 11:34:18 2 MR. McCAUGHEY: Objection. Calls for  
 11:34:19 3 speculation.  
 11:34:22 4 A. If that's the assumption and that's what  
 11:34:24 5 was said, yeah, it would surprise me.  
 11:34:30 6 Q. Okay. Because the procedure, as you  
 11:34:33 7 understood it, was that the credit analyst team would  
 11:34:37 8 review the bonds before they were purchased. Right?  
 11:34:40 9 A. That's correct.  
 11:34:53 10 Q. Look with me at McCusker Exhibit 23.  
 11:34:57 11 (Witness complies.)  
 11:35:06 12 A. Thank you.  
 11:35:13 13 Q. This is from Pia McCusker to Matt  
 11:35:14 14 Steinaway. Pia McCusker, she's one of the analysts you  
 11:35:22 15 were talking about --  
 11:35:23 16 A. Yes.  
 11:35:23 17 Q. -- at the time, this is October 16, 2007?  
 11:35:26 18 And Matt Steinaway, he's what, head of cash credit?  
 11:35:38 19 A. I honestly don't know what he was then. I  
 11:35:40 20 think he's head of our short-term credit desk currently.  
 11:35:44 21 Q. Okay. This says, "Have you not reviewed  
 11:35:46 22 the spreadsheet I sent you of the deals in the mutual  
 11:35:50 23 funds and now Stable Value, part of CMS4, CMY1 and..." I  
 11:35:57 24 think that's --  
 11:35:59 25 A. CMAU.

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1 ANDREW TENCZAR - CONFIDENTIAL  
 11:36:00 2 Q. -- CMAU. Those are all State Street  
 11:36:05 3 funds, right?  
 11:36:06 4 A. Correct.  
 11:36:07 5 Q. "About 4 percent were actually reviewed.  
 11:36:11 6 All others were piggyback off BBB approval or outright  
 11:36:17 7 bought based on ratings only." Do you see that?  
 11:36:23 8 A. I do.  
 11:36:24 9 Q. And does that surprise you --  
 11:36:28 10 MR. McCAUGHEY: Objection. Vague.  
 11:36:28 11 Q. -- that bonds would be bought, would be  
 11:36:31 12 outright bought based on ratings only?  
 11:36:35 13 A. So what's that mean, so --  
 11:36:41 14 Q. In other words, no credit analysis done on  
 11:36:46 15 the bond, it's just bought based on the rating?  
 11:36:47 16 A. That would surprise me, yes.  
 11:36:49 17 Q. Because that would not be in accordance  
 11:36:51 18 with what the proper procedure is, right, to buy bonds  
 11:36:55 19 based only on a rating?  
 11:36:57 20 A. Correct.  
 11:37:03 21 Q. Do you know what this, the Smart Cash  
 11:37:06 22 Spending Program is?  
 11:37:08 23 A. I do.  
 11:37:09 24 Q. And what is that?  
 11:37:11 25 A. That was a term meaning AAA subprime bonds

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1 ANDREW TENCZAR - CONFIDENTIAL  
 15:15:29 2 A. Yes.  
 15:15:29 3 Q. -- as an expert trader --  
 15:15:31 4 A. Yes.  
 15:15:31 5 Q. -- on November 9th of 2007?  
 15:15:33 6 A. But all that says is mark to market versus  
 15:15:37 7 where the market is. Mark to make believe saying where  
 15:15:40 8 IDC had that bond priced.  
 15:15:41 9 Q. Yes. But you're saying --  
 15:15:42 10 A. We've stated --  
 15:15:43 11 Q. -- IDC pricing is mark to make believe?  
 15:15:46 12 A. That's right.  
 15:15:49 13 Q. And IDC pricing is what you guys used to  
 15:15:52 14 price your Limited Duration Bond Fund, right?  
 15:15:56 15 A. I believe that was the main source.  
 15:15:58 16 Q. Look with me at Exhibit 37.  
 15:16:00 17 (Document Bates stamped SS  
 15:16:00 18 007449452 through 454 marked Exhibit 37.)  
 15:16:00 19 (Witness complies.)  
 15:16:00 20 BY MR. BURFORD:  
 15:16:05 21 Q. Is that an e-mail you wrote to Michael  
 15:16:07 22 Wands on November 21st, 2007?  
 15:16:12 23 A. Yes.  
 15:16:14 24 Q. And it shows sales prices versus custody  
 15:16:18 25 prices for several sales of bonds?

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1 ANDREW TENCZAR - CONFIDENTIAL  
 15:16:22 2 A. Yup.  
 15:16:24 3 Q. The custody price, it will go -- let's  
 15:16:26 4 just go down them. You've got sales price of 57 for a  
 15:16:32 5 price that custody had marked at 78, right?  
 15:16:35 6 A. That's correct.  
 15:16:36 7 Q. You've got a sales price of 24 for a  
 15:16:38 8 custody price at 61. Right?  
 15:16:39 9 A. Yes.  
 15:16:40 10 Q. You've got a sales price of 39 for a  
 15:16:42 11 custody price of 69?  
 15:16:44 12 A. Yes.  
 15:16:46 13 Q. I mean some of these look like they're  
 15:16:49 14 less than 50 percent of the custody price. Right?  
 15:16:53 15 A. That's correct.  
 15:16:54 16 Q. All right. And that supports your belief  
 15:16:58 17 that IDC pricing is mark to make believe. Doesn't it?  
 15:17:06 18 A. Yes.  
 15:17:15 19 Q. Let me show you what's been previously  
 15:17:17 20 marked as Johnson Exhibit No. 20. This is a memo from  
 15:17:31 21 Steven Meier to Michael Wands dated November 26, 2007,  
 15:17:36 22 AA bonds that SSGA traded the week of 11/19. Then look  
 15:17:43 23 on the next page.  
 15:17:46 24 Do you see a listing of sales prices and  
 15:17:48 25 custody prices? Is that the same list that you sent?

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1 ANDREW TENCZAR - CONFIDENTIAL  
 15:17:53 2 A. It's the same list that we had on the  
 15:17:55 3 other exhibit, yes.  
 15:17:56 4 Q. All right. It's the same list. We don't  
 15:17:58 5 need to go over it. One exhibit, and I'm going to be  
 15:18:03 6 done.  
 15:18:14 7 All right. Are you familiar with something  
 15:18:17 8 called the purchase and sale report? It actually  
 15:18:29 9 captures the purchases and sales of securities by  
 15:18:34 10 State Street.  
 15:18:37 11 A. There's a report.  
 15:18:41 12 Q. Purchase and sale report?  
 15:18:42 13 A. Yes. We can generate or our ops people  
 15:18:45 14 can generate a report on our Portia system. That's  
 15:18:49 15 purchase and sale. I'm not sure if this is same thing.  
 15:18:52 16 Q. The first page is not. This is a summary  
 15:18:54 17 of the purchase and sale report --  
 15:18:55 18 A. Okay.  
 15:18:55 19 Q. -- that we prepared from your purchase and  
 15:18:57 20 sale report --  
 15:18:58 21 A. Okay.  
 15:18:58 22 Q. -- and from your NAV report, okay?  
 15:19:00 23 A. Okay.  
 15:19:00 24 Q. Now, in the purchase and sale report, they  
 15:19:02 25 have notations in there, "sell," that's easy to

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1 ANDREW TENCZAR - CONFIDENTIAL  
 15:19:06 2 identify. That's just a sale of the security. Right?  
 15:19:09 3 A. Correct.  
 15:19:09 4 Q. And then we have something called "C  
 15:19:12 5 sell." Do you know what that means?  
 15:19:14 6 A. I don't, but it looks like it may mean  
 15:19:16 7 cancel sell.  
 15:19:18 8 Q. Okay.  
 15:19:19 9 A. But I'm not sure if that's what it means.  
 15:19:21 10 Q. Okay. It looks like that might be, then  
 15:19:25 11 they have "buys", and they have something here that's  
 15:19:26 12 called "S buy." Do you know what that might mean?  
 15:19:30 13 A. S buy. Where is that? Sorry. Next page?  
 15:19:33 14 Q. No. No. No. Same page?  
 15:19:34 15 A. Okay.  
 15:19:35 16 Q. Do you see that?  
 15:19:36 17 A. Yes. Okay. I see it.  
 15:19:39 18 Q. Do you know what "S buy" might mean?  
 15:19:43 19 A. I'm trying to think. These are -- I  
 15:19:56 20 don't.  
 15:19:57 21 Q. Fair enough. Who would I need to go ask  
 15:20:00 22 about the nomenclature used in the P&S report?  
 15:20:05 23 A. I think you can ask Bob Dempsey might  
 15:20:08 24 know.  
 15:20:08 25 Q. All right.

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1 ANDREW TENCZAR - CONFIDENTIAL  
 15:20:09 2 A. It could be swap buy, but I'm not sure.  
 15:20:12 3 I'm just trying to look at the IDs. Those look like  
 15:20:16 4 generic IDs, which could be swap IDs.  
 15:20:19 5 Q. If you look at these price, these are  
 15:20:21 6 securities that HPOPS owned in the Limited Duration Bond  
 15:20:24 7 Fund as of 8/30. They were only one of two people left  
 15:20:29 8 in the fund at that point in time.  
 15:20:30 9 A. Okay.  
 15:20:30 10 Q. All right. And look at the prices, the  
 15:20:33 11 NAV prices as of 8/29. Do you see them there, \$84, \$93,  
 15:20:39 12 \$98?  
 15:20:40 13 A. I do.  
 15:20:41 14 Q. And then look at the prices you were able  
 15:20:42 15 to obtain, according to the P&S reports, 38, 15, 19, 19,  
 15:20:48 16 19, 19. I mean some of these prices are off 80,  
 15:20:53 17 80 percent, 60 percent, 18 percent, 70 percent,  
 15:20:57 18 70 percent.  
 15:21:00 19 A. I see that.  
 15:21:01 20 Q. And that certainly supports your view that  
 15:21:05 21 IDC is mark to make believe. Doesn't it?  
 15:21:09 22 A. At that time, yes.  
 15:21:10 23 Q. Okay.  
 15:21:10 24 (Discussion off the record.)  
 15:21:17 25 MR. BURFORD: The exhibit we were just

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1 ANDREW TENCZAR - CONFIDENTIAL  
 15:21:18 2 talking about, the exhibit that supports your mark to  
 15:21:22 3 make believe theory, we have marked as Tenczar  
 15:21:26 4 Exhibit No. 38.  
 15:21:27 5 (Spreadsheets for Houston Police  
 15:21:27 6 Officers Pension System accounts marked  
 15:21:27 7 Exhibit 38.)  
 15:21:29 8 MR. BURFORD: Thank you for your time,  
 15:21:30 9 Mr. Tenczar.  
 15:21:31 10 MR. McCAUGHEY: Object to the  
 15:21:32 11 characterization of the exhibit, but I'll let you  
 15:21:35 12 finish up.  
 15:21:35 13 BY MR. BURFORD:  
 15:21:37 14 Q. Tenczar 38 supports your mark to make  
 15:21:39 15 believe theory, doesn't it?  
 15:21:40 16 A. Yes. It supports that IDC prices were  
 15:21:43 17 different.  
 15:21:44 18 MR. BURFORD: Thank you.  
 15:21:47 19 MR. ENG: Off the record five minutes to  
 15:21:48 20 switch.  
 15:21:49 21 THE VIDEOGRAPHER: Going off the record,  
 15:21:49 22 3:21 p.m.  
 15:21:51 23 (A recess was taken.)  
 15:23:40 24 THE VIDEOGRAPHER: Back on the record,  
 15:23:41 25 3:23.

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1 ANDREW TENCZAR - CONFIDENTIAL  
 15:23:43 2 CROSS-EXAMINATION  
 15:23:43 3 BY MR. ENG:  
 15:23:44 4 Q. Good afternoon. Let me reintroduce  
 15:23:47 5 myself. I'm Gordon Eng from Debevoise and Plimpton,  
 15:23:51 6 counsel for the Plaintiff, Prudential Retirement  
 15:23:52 7 Insurance and Annuity.  
 15:23:53 8 And if it's okay with you, I'll call them  
 15:23:56 9 interchangeably PRIAC or Prudential, if that's okay.  
 15:23:59 10 A. That's fine.  
 15:23:59 11 Q. And now, you're still -- for the record,  
 15:24:00 12 you're still employed by State Street Global Advisors,  
 15:24:02 13 correct?  
 15:24:03 14 A. Correct.  
 15:24:03 15 Q. And I'll refer to State Street Global  
 15:24:04 16 Advisors interchangeably as SSgA or simply State Street,  
 15:24:08 17 if that's acceptable.  
 15:24:09 18 A. That's fine.  
 15:24:10 19 Q. Now, I'm going to be asking you questions,  
 15:24:13 20 and I'll try not to duplicate Mr. Burford's questions.  
 15:24:16 21 There may be some overlap, but I'll try to move it  
 15:24:19 22 along.  
 15:24:20 23 If at any time you don't understand my  
 15:24:21 24 question, please let me know, and I'll clarify it. Is  
 15:24:24 25 that all right?

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1 ANDREW TENCZAR - CONFIDENTIAL  
 15:24:25 2 A. That's fine.  
 15:24:26 3 Q. Are you generally familiar with the  
 15:24:28 4 lawsuit that Prudential has filed against SSgA?  
 15:24:31 5 A. No.  
 15:24:32 6 Q. You've never read the Complaint?  
 15:24:34 7 A. I've never read the Complaint.  
 15:24:35 8 Q. Prudential was an investor in SSgA  
 15:24:39 9 Intermediate Bond Fund and in the SSgA Government Credit  
 15:24:41 10 Bond Fund. Were you aware of that?  
 15:24:46 11 A. I was not.  
 15:24:46 12 Q. Have you ever had any direct communication  
 15:24:48 13 with Prudential?  
 15:24:49 14 A. I have not.  
 15:24:51 15 Q. But during 2006 and 2007, you did execute  
 15:24:54 16 trades for both the Intermediate Bond Fund and the  
 15:24:56 17 Government Credit Bond Fund. Is that correct?  
 15:24:59 18 A. Yes, I have.  
 15:25:00 19 Q. And I would be talking about the ERISA  
 15:25:03 20 version, which is coded CM03. Does that sound familiar?  
 15:25:07 21 A. That does.  
 15:25:07 22 Q. And I'll refer to the ERISA version of the  
 15:25:10 23 Intermediate Bond Fund interchangeably as CM03, also, if  
 15:25:13 24 that's all right.  
 15:25:14 25 A. That's fine.

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1 ANDREW TENCZAR - CONFIDENTIAL

15:10:29 2 C E R T I F I C A T E

15:10:29 3 COMMONWEALTH OF MASSACHUSETTS

15:10:29 4 SUFFOLK, SS.

15:10:29 5 I, Janet M. McHugh, a Registered Merit

15:10:29 6 Reporter and a Notary Public within and for the

15:10:29 7 Commonwealth of Massachusetts do hereby certify:

15:10:29 8 THAT ANDREW TENCZAR, the witness whose  
15:10:29 9 testimony is hereinbefore set forth, was duly sworn by  
15:10:29 10 me and that such testimony is a true and accurate  
15:10:29 11 record of my stenotype notes taken in the foregoing  
15:10:29 12 matter, to the best of my knowledge, skill and ability.

15:10:29 13 IN WITNESS WHEREOF, I have hereunto set my  
15:10:29 14 hand this 21st day of September, 2009.

15:10:29 15

15:10:29 16

15:10:29 17 JANET M. MCHUGH  
Notary Public

15:10:29 18

15:10:29 19 My Commission Expires:

15:10:29 20 July 11, 2014

15:10:29 21

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